

RECORDATION NO. 16621-N
FILED

JUN 15 '10 -2 45 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 15, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Partial Termination of Lease, dated as of June 15, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement previously filed with the Commission under Recordation Number 16621.

The name and address of the party to the enclosed document are:

Owner Trustee/
Lessor:

Wells Fargo Bank Northwest, N.A. (successor
to First Security Bank of Utah, NA)
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

[Lessee:

BNSF Railway Company (f/k/a Burlington
Northern Railroad Company)
2500 Lou Menk Drive
Fort Worth, Texas 76131]

Chief, Section of Administration
June 15, 2010
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A description of the railroad equipment covered by the enclosed document
is:

23 GP39M locomotives BNSF 2810 - BNSF 2832
15 GP40M locomotives BNSF 3008 - BNSF 3022

A short summary of the document to appear in the index is:

Notice of Partial Termination of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/bhs
Enclosures

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NOTICE OF PARTIAL TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

The undersigned, WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor in interest through mesne assignments to FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION), not personally but in its capacity as Owner Trustee and Lessor, publishes this notice that the Equipment Lease Agreement, dated as of November 1, 1989 (as supplemented from time to time, the "Lease") between the Lessor and Burlington Northern Railroad Company (now known as BNSF Railway Company), as Lessee, has expired in accordance with its terms and has been terminated with respect to the twenty-three (23) GP39M locomotives and the fifteen (15) GP40M locomotives as more specifically described in Exhibit A attached hereto (the "Terminated Locomotives").

The Lease was duly recorded with the Interstate Commerce Commission (the "ICC" now the Surface Transportation Board) on November 22, 1989 under Recordation Number 16621 and duly recorded with the Registrar General of Canada ("RGC") on November 22, 1989 under Document Key 2084. Lease Supplement No. 1 was duly recorded with the ICC on November 22, 1989 under Recordation Number 16621-A and duly recorded with the RGC on November 22, 1989 as Document Key 2086. Lease Supplement No. 2, was duly recorded with the ICC on December 29, 1989 under Recordation Number 16621-D and the RGC on June 4, 1990 under Document Key 2082.

The Lessor hereby acknowledges that all obligations of the Lessee under the Lease with respect to the Terminated Locomotives have been duly performed and satisfied and that there remain no further obligations on the part of the Lessee under the Lease with respect to the Terminated Locomotives except those terms of the Lease that by their express terms survive termination.

The Lessor does hereby authorize the filing and recording of this Notice with the United States Surface Transportation Board and the RGC in order to give effect to the foregoing.

IN WITNESS WHEREOF, WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor in interest through mesne assignments to FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not personally but in its capacity as Owner Trustee and/or Lessor has caused this instrument to be executed by its officer thereunto duly authorized this 15 day of June, 2010.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor in interest through mesne assignments to FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not personally but in its capacity as Owner Trustee and/or Lessor

By: mil a

Title: Asst. Vice President

STATE OF Utah)

COUNTY OF Salt Lake) SS:

On this, the 7 day of June, 2010, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that (s)he is the Asst. Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor in interest through mesne assignments to FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not personally but in its capacity as Owner Trustee and/or Lessor, that said instrument was signed on _____, 2010 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the Date above mentioned.

Lindsay Anderson


 NOTARY PUBLIC
LINDSAY ANDERSON
581692
COMMISSION EXPIRES
OCTOBER 20, 2013
STATE OF UTAH

EXHIBIT A**RECORDATION NUMBER: 16621****Equipment Description****Number of Units
Model.****twenty-three (23)
GP39M****Old Reporting Mark
and Road Numbers****New Reporting Mark
and Road Numbers**

BN	2810	BNSF	2810
BN	2811	BNSF	2811
BN	2812	BNSF	2812
BN	2813	BNSF	2813
BN	2814	BNSF	2814
BN	2815	BNSF	2815
BN	2816	BNSF	2816
BN	2817	BNSF	2817
BN	2818	BNSF	2818
BN	2819	BNSF	2819
BN	2820	BNSF	2820
BN	2821	BNSF	2821
BN	2822	BNSF	2822
BN	2823	BNSF	2823
BN	2824	BNSF	2824
BN	2825	BNSF	2825
BN	2826	BNSF	2826
BN	2827	BNSF	2827
BN	2828	BNSF	2828
BN	2829	BNSF	2829
BN	2830	BNSF	2830
BN	2831	BNSF	2831
BN	2832	BNSF	2832

Equipment Description
 Number of Units fifteen (15)
 Model GP40M

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	3509
BN	3510
BN	3511
BN	3512
BN	3513
BN	3514
BN	3515

BNSF	3008
BNSF	3009
BNSF	3010
BNSF	3011
BNSF	3012
BNSF	3013
BNSF	3014

BN	3516
BN	3517
BN	3518
BN	3519
BN	3520
BN	3521
BN	3522
BN	3523

BNSF	3015
BNSF	3016
BNSF	3017
BNSF	3018
BNSF	3019
BNSF	3020
BNSF	3021
BNSF	3022

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

JUNE 15 2010



Robert W Alvord